

9-033A012

9-033A013

ITEL**Pullman**

February 2, 1989

Itel Rail Corporation

55 Francisco Street
 San Francisco, California 94133
 (415) 984-4000
 (415) 781-1035 Fax

15063-R

FEB 2 1989 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

Hon. Noreta R. McGee

Secretary

Interstate Commerce Commission

Washington, DC 20423

FEB 2 1989 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

Re: 1) Notice of Name Change - 15063-R
 2) Assignment and Assumption Agreement Concerning
 Security Agreement - 15063-S

Dear Ms. McGee:

\$26.00 filing fees

On behalf of Itel Rail Holdings Corporation, the above instruments, in executed counterparts, are hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$26 recordation fee.

Please record the above-captioned instruments under the Security Agreement dated as of September 30, 1986, between Itel Rail Holdings Corporation, as successor to Itel Rail Corporation by name change, and Heller Financial, Inc., which was filed with the ICC on October 7, 1986, under Recordation No. 15063.

The parties to the aforementioned Notice of Name Change are listed below:

Itel Rail Corporation (For indexing, in position
 55 Francisco Street of "Assignor")
 San Francisco, California 94133

Itel Rail Holdings Corporation (For indexing, in
 55 Francisco Street position of "Assignee")
 San Francisco, California 94133

The purpose of this Notice is to make known as a matter of public record the change in the corporate name of Itel Rail Corporation to Itel Rail Holdings Corporation.

The parties to the aforementioned Assignment and Assumption Agreement Concerning Security Agreement are listed below:

Itel Rail Holdings Corporation (Assignor)
 55 Francisco Street
 San Francisco, California 94133

Copy to
 3. K. Harrison
 to
 15063-R

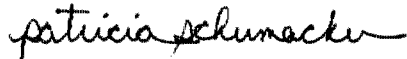
Hon. Noreta R. McGee
February 2, 1989
Page Two

Itel Rail Corporation (Assignee, a Delaware corporation
55 Francisco Street incorporated in February 1989)
San Francisco, California 94133

This Assignment covers the leases and equipment set forth in the
schedules to the Security Agreement.

Please return to the undersigned the stamped counterparts not
required for filing purposes, together with the ICC fee receipt
and acknowledgment letter.

Very truly yours,



Patricia Schumacker
Legal Assistant

15063-R

RECORDATION NO. 15063 R

FEB 2 1989 11 23 AM

INTERSTATE COMMERCE COMMISSION

NOTICE OF NAME CHANGE

This shall serve as notice that Itel Rail Corporation, a Delaware corporation, has changed its name effective as of February 2, 1989, to Itel Rail Holdings Corporation. Itel Rail Holdings Corporation is a Delaware corporation with its principal place of business at 55 Francisco Street, San Francisco, California 94133.

ITEL RAIL HOLDINGS CORPORATION

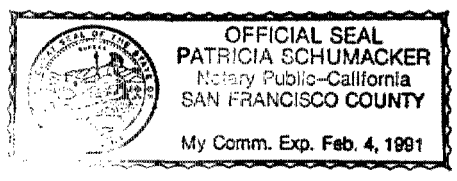
By Robert C. Kiehnl
Robert C. Kiehnl

Title Vice President-Finance

Date January 16, 1989

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 16th day of January, 1989, before me personally appeared Robert C. Kiehnl, to me personally known, who being by me duly sworn says that he is Vice President-Finance Itel Rail Holdings Corporation, that the foregoing Notice of Name Change was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Patricia Schumacker
Notary Public